

RESTATED ARTICLES OF INCORPORATION
OF
CENTRE CITY DEVELOPMENT CORPORATION, INC.

The undersigned certify that:

1. They are the (president) and the (secretary), respectively, of Centre City Development Corporation, Inc.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of the corporation is Centre City Development Corporation, Inc.

ARTICLE II

This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

The specific purpose of this corporation is to provide redevelopment services which under California law, can be done by contract with the Redevelopment Agency of the City of San Diego and to provide such public and charitable services that are associated with such specific purpose as allowed by law.

In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. The corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

ARTICLE III

The name and address in the State of California of this corporation's initial agent for service of process is:

City Clerk
City of San Diego
202 "C" Street
San Diego, California 92101

ARTICLE IV

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to the City of San Diego, to be used solely for public purposes, or if the City of San Diego does not accept the assets or is not then in existence, to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

The authorized number of directors of the corporation is nine.

ARTICLE VII

The City of San Diego, a municipal corporation, is the sole member of the corporation.

3. The forgoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The forgoing amendment and restatement of Articles of Incorporation has been duly approved by the sole member, the City of San Diego, acting by and through its City Council.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February ____, 2010

, President

Date: February ____, 2010

, Secretary